

315.00

**OSTER**  
**Researching Services**  
12897 Colonial Dr • Mt Airy, Md 21771  
301-253-6040

16576  
RECORDATION NO. \_\_\_\_\_ FILED 1425

OCT 16 1989 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

9-289A006

October 16, 1989

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of August 1, 1989, between the following parties:

Lessor: Kansas City Southern Railway  
Kansas City, MO

Lessee: Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

The equipment involved in this transactions is listed on Annex A to the agreement.

Please record this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

OCT 16 10 25 AM '89  
FBI - WASH DC

*Copy to Mary A Oster*

OCT 16 1989 - 10 25 AM

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment (Open Top Hopper Cars), dated as of August 1, 1989 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessee"), and The Kansas City Southern Railway Company, a Missouri corporation (the "Lessor"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of Open Top Hopper Cars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 5th day of October 1989.

LESSOR

THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY

ATTEST:

Albert P. Maurer  
Title: Vice President & Secretary

By:

L.R.P.  
Title: Vice President - Administration

LESSEE

HELM FINANCIAL CORPORATION

ATTEST:

John J. Adams  
Title: VP - Finance

By:

William M. Adams  
Title: Executive Vice President

**ANNEX A**

to

**Memorandum of Lease of Railroad Equipment**

Dated as of August 1, 1989

<u>Equipment Description</u>	<u>Equipment Numbers</u>
One hundred ten 100-ton, 4,000	KCS 222003
cubic foot, open top hopper cars	222011
with rotary couplers built in 1986	222020
by Thrall Car.	222038
	222046
	222054
	222062
	222071
	222089
	222097
	222101
	222119
	222127
	222135
	222143
	222151
	222160
	222178
	222186
	222194
	222208
	222216
	222224
	222232
	222241
	222259
	222267
	222275
	222283
	222291
	222305
	222313
	222321
	222330
	222348
	222356
	222364

ANNEX A  
to  
Lease of Railroad Equipment  
Dated as of August 1, 1989

<u>Equipment Description</u>	<u>Equipment Numbers</u>
One hundred ten 100-ton, 4,000 cubic foot, open top hopper cars with rotary couplers built in 1986 by Thrall Car.	KCS 222372 222381 222399 222402 222411 222429 222437 222445 222453 222461 222470 222488 222496 222500 222518 222526 222534 222542 222551 222569 222577 222585 222593 222607 222615 222623 222631 222640 222658 222666 222674 222682 222691 222704 222712 222721 222739 222747

**ANNEX A**

**to**

**Lease of Railroad Equipment**

**Dated as of August 1, 1989**

<u>Equipment Description</u>	<u>Equipment Numbers</u>
One hundred ten 100-ton, 4,000	KCS 222755
cubic foot, open top hopper cars	222763
with rotary couplers built in 1986	222771
by Thrall Car.	222780
	222798
	222801
	222810
	222828
	222836
	222844
	222852
	222861
	222879
	222887
	222895
	222909
	222917
	222925
	222933
	222941
	222950
	222968
	222976
	222984
	222992
	223000
	223018
	223026
	223034
	223042
	223051
	223069
	223077
	223085
	223093

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 5<sup>th</sup> day of October, 1989, before me personally appeared William M. Peterson to me personally known, who, being by me duly sworn, says that he is Executive VP of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier  
Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]



STATE OF MISSOURI )  
 ) S  
COUNTY OF JACKSON )



On this 20th day of September, 1989, before me personally appeared L. R. Parsons, to me personally known, who, being by me duly sworn, says that he is Vice President of The Kansas City Southern Railway Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Irene Paulhe  
Notary Public

My Commission Expires:

IRENE PAULHE  
Notary Public - State of Missouri  
Commissioned in Platte County  
My Commission Expires March 22, 1991

[Notarial Seal]